

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



XinXiang Era Group Company Limited

新享時代集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8519)

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2024

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

*This announcement, for which the directors (the “**Directors**”) of XinXiang Era Group Company Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

ANNUAL RESULTS

The board of Directors (the “**Board**”) of the Company hereby announces the annual consolidated results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2024, together with the comparative figures for the year ended 31 December 2023 as follows, which are presented in Hong Kong dollars (“**HK\$**”):

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2024

	Notes	2024 HK\$'000	2023 HK\$'000
Revenue	4	244,604	278,542
Other income	5	3,708	1,427
Other gains and losses		(380)	(382)
Raw materials and consumables used		(64,350)	(74,120)
Staff costs		(97,445)	(103,204)
Depreciation		(21,745)	(28,878)
Property rentals and related expenses		(24,561)	(23,266)
Utility expenses		(6,806)	(7,664)
Advertising and promotion expenses		(6,177)	(8,872)
Other operating expenses		(27,790)	(29,395)
Finance costs	6	(2,504)	(2,926)
Share of results of associates		—	(551)
Impairment loss of property, plant and equipment		(860)	(3,991)
Impairment loss of right-of-use assets		(1,477)	(5,789)
Impairment loss on financial assets		(529)	(384)
Loss before taxation	7	(6,312)	(9,453)
Income tax (expense)/credit	8	(2,175)	2,835
Loss for the year		(8,487)	(6,618)
Other comprehensive income, that may be reclassified subsequently to profit or loss:			
Exchange difference on translation of foreign operations		11	—
Other comprehensive expense, that will not be reclassified subsequently to profit or loss:			
Remeasurement of provision for long service payment		(79)	(127)
Total comprehensive expense for the year		(8,555)	(6,745)
Loss for the year attributable to:			
— Owners of the Company		(6,604)	(1,801)
— Non-controlling interests		(1,883)	(4,817)
		(8,487)	(6,618)
Total comprehensive expense for the year attributable to:			
— Owners of the Company		(6,667)	(1,923)
— Non-controlling interests		(1,888)	(4,822)
		(8,555)	(6,745)
Loss per share			
Basic and diluted (HK cents)	10	(1.14)	(0.31)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2024

	Notes	2024 HK\$'000	2023 HK\$'000
Non-current assets			
Property, plant and equipment		4,830	7,542
Right-of-use assets		10,302	25,916
Investments in associates		–	–
Financial assets measured at fair value through profit or loss		87	1,131
Deferred tax assets		3,080	5,505
Deposits	11	8,841	12,569
Pledged bank deposits		<u>–</u>	<u>5,000</u>
		27,140	57,663
Current assets			
Inventories		5,541	6,027
Trade and other receivables, deposits and prepayments	11	12,148	12,430
Amounts due from related companies		–	1,065
Current tax recoverable		267	114
Bank balances and cash		<u>9,162</u>	<u>10,359</u>
		27,118	29,995
Current liabilities			
Trade and other payables and accrued charges	12	31,284	33,068
Contract liabilities		4,278	4,608
Amounts due to related companies		–	2,227
Amount due to a director		–	4,105
Amount due to controlling shareholder		4,176	–
Bank borrowings		–	4,833
Current tax payable		991	816
Lease liabilities		12,936	20,443
Reinstatement provision		<u>2,429</u>	<u>1,541</u>
		56,094	71,641
Net current liabilities		<u>(28,976)</u>	<u>(41,646)</u>
Total assets less current liabilities		<u>(1,836)</u>	<u>16,017</u>

		2024	2023
	Notes	HK\$'000	HK\$'000
Non-current liabilities			
Reinstatement provision		925	2,504
Provision for long service payment		875	813
Deferred tax liabilities		352	672
Contract liabilities		6,919	8,086
Lease liabilities		<u>4,311</u>	<u>14,769</u>
		<u>13,382</u>	<u>26,844</u>
Net liabilities		<u>(15,218)</u>	<u>(10,827)</u>
Capital and reserves			
Share capital	13	11,598	11,598
Reserves		<u>(13,326)</u>	<u>(10,823)</u>
Equity attributable to owners of the Company		(1,728)	775
Non-controlling interests		<u>(13,490)</u>	<u>(11,602)</u>
Total deficit		<u>(15,218)</u>	<u>(10,827)</u>

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands and registered as an exempted company with limited liability under the Companies Law (as revised) of the Cayman Islands on 21 August 2015 and the Company's shares (the "**Shares**") have been listed on GEM of The Stock Exchange of Hong Kong Limited on 8 February 2018. Its immediate and ultimate holding company is Central Power Group Limited, a company incorporated in Hong Kong. The address of the Company's registered office and principal place of business are Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands and 5/F., Dawning House, 145 Connaught Road Central, Sheung Wan, Hong Kong, respectively.

The principal activity of the Group is the operation of restaurants in Hong Kong.

Pursuant to the passing of a special resolution at the extraordinary general meeting held on 22 February 2024, the English name of the Company was changed from "Jia Group Holdings Limited" to "XinXiang Era Group Company Limited" and the Chinese name of the Company was changed from "佳民集團有限公司" to "新享時代集團有限公司" with effect on 29 February 2024.

2. CHANGE IN ACCOUNTING POLICIES

(a) Adoption of amendments to Hong Kong Financial Reporting Standards ("**HKFRSs**")

In the current year, the Group has applied for the first time the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") to the Company's consolidated financial statements for the annual period beginning on or after 1 January 2024:

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to Hong Kong Interpretation 5 (Revised)	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The adoption of these amendments to HKFRSs has no material impact on the Group's accounting policies.

(b) New and amendments to HKFRSs that have been issued but are not yet effective

The following new and amendments to HKFRSs have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Amendments to HKAS 21 and HKFRS 1	Lack of Exchangeability ¹
Amendments to HKFRS 9 and HKFRS 7	Classification and Measurement of Financial Instruments ²
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature — dependent Electricity ²
Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7	Annual Improvements to HKFRS Accounting Standards — Volume 11 ²
HKFRS 18	Presentation and Disclosure in Financial Statements ³
HKFRS 19	Subsidiaries without Public Accountability: Disclosures ³
Hong Kong Interpretation 5 (Revised)	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ³
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴

¹ Effective for annual periods beginning on or after 1 January 2025

² Effective for annual periods beginning on or after 1 January 2026

³ Effective for annual periods beginning on or after 1 January 2027

⁴ The effective date of these amendments were deferred indefinitely. Early adoption continues to be permitted.

Except for the possible impact that the adoption of the below new and amendments to HKFRSs will have in the period of initial application, the directors of the Company anticipate that the application of these new and amendments to HKFRSs will have no material impact on the Company's consolidated financial statements in the foreseeable future.

Amendments to HKFRS 9 and HKFRS 7 "Classification and Measurement of Financial Instruments"

Amendments to HKFRS 9 and HKFRS 7 will be first applied for the annual reporting periods beginning on 1 January 2026 and to be applied retrospectively. The amendments clarify guidance on timing of derecognition of financial liabilities, on the assessment of cash flow characteristics and resulting classification and disclosure of financial assets with terms referencing contingent events including environmental, social and corporate governance events, and of the treatment of non-recourse assets and contractually linked instruments. The Group is still in process of assessing the impact of these amendments on the Company's consolidated financial statements.

HKFRS 18 “Presentation and Disclosure in the Financial Statements”

HKFRS 18 replaces HKAS 1 “Presentation of Financial Statements” and will be first applied for the annual reporting periods beginning on 1 January 2027. The new standard introduced the following new requirements.

- Entities are required to classify all income and expenses into five categories in the consolidated statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities’ net profit will not change.
- Entities are required to disclose within a note to consolidated financial statements of management-defined performance measures (“MPMs”) with a reconciliation between MPMs and HKFRS performance measures.
- Enhanced guidance is provided on how to group the information in the financial statements or in the notes.

In addition, all entities are required to use the operating profit subtotal as the starting point for the consolidated statement of cash flows when presenting operating cash flows under the indirect method.

The Group is still in process of assessing the impact of the new standard, particularly with respect to the structure of the Company’s consolidated statement of profit or loss, the consolidated statement of cash flows and the additional disclosures required for MPMs. The Group is also assessing the impact on how information is grouped in the consolidated financial statements, including for items currently labelled as “others”.

3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSs”) issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

(b) Basis of measurement and going concern assumption

The consolidated financial statements have been prepared under the historical cost basis except for certain financial instruments that are measured at fair value.

During the year of 2024, the operating environment remained challenging in the face of rising global inflation and a slowdown in the local economy. The market sentiment is weak where consumption has not recovered as expected and will continue to challenge the economic prospects in 2025.

Against this backdrop, the Group made a net loss of HK\$8,487,000 for the year ended 31 December 2024. As of the same date, the Group had net current liabilities of HK\$28,976,000 and net liabilities of HK\$15,218,000.

For the purpose of assessing the appropriateness of the going concern basis for the preparation of these consolidated financial statements, the directors of the Company have prepared a cash flow forecast covering a period of 15 months from the end of the reporting period of these consolidated financial statements (“**Forecast**”). The past performance and liquidity as well as the future economic outlook have been taken into account in the preparation of the Forecast, which includes the following major measures and assumptions:

- a) The Group is taking measures to tighten cost controls over staff costs aiming at improving the working capital and cash flow position of the Group; and
- b) Closely monitoring the future development of catering industry.

In addition to the above, Central Power Group Limited (“**Central Power**”), the controlling shareholder and the immediate holding company of the Company, has undertaken to provide financial support to the Group to enable the Group to have sufficient working capital to meet its liabilities and obligations as and when they fall due and to continue to carry on its business over the period covered by the Forecast. It has also confirmed not request the Group to repay its debts due from the Group until the repayment will not affect the Group’s ability to repay other creditors. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

In consideration of the Group’s current operation and business plan, the directors are satisfied that the Group will be able to meet in full its financial obligations when they fall due in the foreseeable future. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

Notwithstanding the above, the going concern of the Group is dependent upon the future outcomes of the above plans that are subject to inherent uncertainties that include (i) the operating costs would not surge to an extent that fail the cost control measures, (ii) the operating environment would not deteriorate significantly as compared to that of 2024, (iii) Central Power would not request the Group to repay its debts due from the Group until the repayment will not affect the Group’s ability to repay other creditors; and (iv) Central Power would be able to provide financial support on a timely basis to the Group when the Group is in need. These indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern and therefore, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business.

Should the Group be unable to operate as a going concern, adjustments would have to be made to reduce the carrying values of the Group’s assets to their net realisable amounts, to provide for further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effect of these adjustments has not been reflected in the consolidated financial statements.

(c) Functional and presentation currency

The consolidated financial statements are presented in Hong Kong dollar (“**HK\$**”), which is also the functional currency of the Company, and all values are rounded to the nearest thousand (HK\$’000) except when otherwise indicated.

4. REVENUE AND SEGMENTAL INFORMATION

Disaggregation of revenue:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Catering services		
— Fine dining	140,320	165,020
— Mid-market dining	7,532	16,750
— Casual dining	<u>96,752</u>	<u>96,772</u>
	<u>244,604</u>	<u>278,542</u>

The Group applies the practical expedient of HKFRS 15 which allows the Group not to disclose the information of the transaction price allocated to the remaining performance obligation for contract with customers, as the original expected duration of the performance obligation arising from the catering services are all within one year. All revenue is recognised at a point in time for the year.

Segmental information

The Group's revenue is solely derived from the restaurant operations and management of restaurants in Hong Kong. For the purpose of resources allocation and performance assessment, the chief operating decision maker (being the executive directors of the Company) reviews the overall results and financial position of the Group as a whole. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

Geographical information

Non-current assets (excluding deposits, deferred tax assets and financial assets) of approximately HK\$15,132,000 (2023: HK\$33,458,000) are located in Hong Kong based on the physical location of assets or location of operations.

Information about major customers

No revenue from individual external customer contributes over 10% of total revenue of the Group for both years.

5. OTHER INCOME

	2024	2023
	HK\$'000	HK\$'000
Inflight meal design income	273	—
Sponsorship income	611	254
Membership income	212	208
Interest income	104	101
Insurance claim	—	20
Restaurant consultancy service income	1,565	229
Event services charge income	377	483
Others	566	132
	3,708	1,427

6. FINANCE COSTS

	2024	2023
	HK\$'000	HK\$'000
Interest expenses on lease liabilities	1,801	1,822
Interest on bank borrowings	90	407
Others — Interest accreted on contract liabilities	613	697
	2,504	2,926

7. LOSS BEFORE TAXATION

	2024 HK\$'000	2023 HK\$'000
Loss before taxation has been arrived at after charging/(crediting):		
Auditor's remuneration	850	1,050
Depreciation of property, plant and equipment	4,524	9,267
Depreciation of right-of-use assets	17,221	19,611
	<u>21,745</u>	<u>28,878</u>
Gain on termination of lease	(375)	(1,401)
Directors' remuneration	2,285	2,274
Provision for long service payment of directors	4	61
Other staff costs:		
Salaries and other benefits	91,822	96,372
Provision for long service payment	108	625
Retirement benefit scheme contributions	3,226	3,872
Total staff costs (<i>Note</i>)	97,445	103,204
Lease payments in respect of:		
— Short-term lease expenses	1,185	1,211
— Low-value lease expenses	710	940
— Variable lease payment	17,023	15,580
	<u>18,918</u>	<u>17,731</u>
Impairment loss on financial assets:		
— Other receivables	529	32
— Amounts due from related companies	—	276
— Amount due from an associate	—	76
	<u>529</u>	<u>384</u>

Note: During the year ended 31 December 2024, share-based payments of approximately HK\$4,354,000 (2023: nil) was recognised and included in the total staff costs.

8. INCOME TAX EXPENSE/(CREDIT)

The amount of taxation charged/(credited) to profit or loss represent:

	2024 HK\$'000	2023 HK\$'000
Current tax		
Hong Kong Profits Tax	70	176
Deferred tax	<u>2,105</u>	<u>(3,011)</u>
	<u>2,175</u>	<u>(2,835)</u>

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at 16.5%.

9. DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company during the year, nor has any dividend been proposed since the end of the reporting period (2023: Nil).

10. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

	2024 HK\$'000	2023 HK\$'000
Loss for the purpose of basic and diluted loss per share		
Loss for the year attributable to owners of the Company	<u>6,604</u>	<u>1,801</u>
	2024 '000	2023 '000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<u>579,890</u>	<u>579,890</u>

The weighted average number of ordinary shares for the purpose of basic and diluted loss per share has been adjusted for the share consolidation which took place on 25 March 2024 as if the share consolidation occurred at the beginning of the earliest period presented (i.e. 1 January 2023).

Diluted loss per share is the same as basic loss per share for the years ended 31 December 2024 and 2023 since their exercise would result in a decrease in loss per share.

11. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Trade receivables	2,059	3,147
Rental deposits	12,870	13,959
Other deposits	2,969	3,520
Consideration receivable for disposal of subsidiaries	539	2,200
Other receivables	1,198	564
Prepayments and others	<u>1,354</u>	<u>1,609</u>
Total trade and other receivables, deposits and prepayments	<u><u>20,989</u></u>	<u><u>24,999</u></u>
Analysed as:		
Current	12,148	12,430
Non-current	<u>8,841</u>	<u>12,569</u>
	<u><u>20,989</u></u>	<u><u>24,999</u></u>

As at 31 December 2024, trade receivables from contracts with customers amounted to HK\$2,059,000 (2023: HK\$3,147,000).

Usually, there is no credit period for the restaurant operations except for certain customers in which credit period ranging from 4 to 30 days is granted by the Group. The Group's trading terms with its customers are mainly by cash or credit card settlement. The settlement terms with credit card companies are usually within 7 days after the billing date which is also the service rendered date.

The following is an ageing analysis of trade receivables presented based on the invoice date, which approximated the service rendered date, at the end of the reporting period.

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
0 to 30 days	1,115	2,538
31 to 60 days	322	93
61 to 90 days	47	82
91 to 365 days	<u>575</u>	<u>434</u>
	<u><u>2,059</u></u>	<u><u>3,147</u></u>

As at 31 December 2024, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$944,000 (2023: HK\$609,000) which are past due as at the reporting date. Out of the past due balances, HK\$575,000 (2023: HK\$434,000) has been past due 90 days or more and is not considered as in default as the amounts are due from counter-parties with good history of repayment. The Group does not hold any collateral over these balances.

During the years ended 31 December 2024 and 2023, no loss allowance has been provided on trade receivables.

12. TRADE AND OTHER PAYABLES AND ACCRUED CHARGES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Trade payables	10,893	13,677
Accrued staff related costs	4,203	3,842
Rental, rates and building management fee	2,472	3,585
Restaurant renovation work and repair and maintenance	1,235	3,230
Audit and professional fee	1,508	1,921
Marketing, advertising and promotion	1,890	2,569
Utilities charges	452	541
Receipts in advance	750	750
Other payables	7,881	2,953
	<u>31,284</u>	<u>33,068</u>

The credit period on purchases of goods is 30 days. The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
0 to 30 days	6,617	6,825
31 to 60 days	2,961	3,905
61 to 90 days	569	1,405
Over 90 days	746	1,542
	<u>10,893</u>	<u>13,677</u>

13. SHARE CAPITAL

	Number of shares	Amount HK\$	HK\$'000
Ordinary share of HK\$0.02 (2023: HK\$0.01) each			
Authorised:			
At 1 January 2023, 31 December 2023 and 1 January 2024	5,000,000,000	50,000,000	50,000
Share consolidation ^(Note)	(2,500,000,000)	—	—
At 31 December 2024	<u>2,500,000,000</u>	<u>50,000,000</u>	<u>50,000</u>
Issued and fully paid:			
At 1 January 2023, 31 December 2023 and 1 January 2024	1,159,780,000	11,597,800	11,598
Share consolidation ^(Note)	(579,890,000)	—	—
At 31 December 2024	<u>579,890,000</u>	<u>11,597,800</u>	<u>11,598</u>

Note:

On 26 February 2024, the directors of the Company proposed to implement a share consolidation pursuant to which every 2 issued and unissued shares of HK\$0.01 each in share capital of the Company to be consolidated into 1 consolidated share of HK\$0.02 each. The share consolidation took place on 25 March 2024, the ordinary shares in issue is then changed to HK\$0.02 per share since then.

All shares issued rank pari passu with other existing shares in all aspects.

EXTRACT OF INDEPENDENT AUDITOR'S REPORT

The following is the extract of the independent auditor's report from the external auditor of the Company:

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Material Uncertainty Related to Going Concern

We draw attention to Note 3(b) to the consolidated financial statements which indicates that the Group made a net loss of HK\$8,487,000 for the year ended 31 December 2024. As of the same date, the Group had net current liabilities of HK\$28,976,000 and net liabilities of HK\$15,218,000. These conditions, along with other matters as set forth in Note 3(b) to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review and outlook

Business Review

The Group is a well-known Hong Kong hospitality group with award-winning restaurants. During the year ended 31 December 2024 (“FY2024”), the Group successfully operated six brand restaurants, namely Duddell’s, Andō, Louise, MONO, Estro and Chachawan, to offer our customers a wide range of dining options. During the period under review, business has improved as travel has resumed, with tourists from mainland China, Korea, Thailand, Europe, and more, even though the economy has not fully recovered.

The Group won numerous awards in FY2024. We are honoured to be awarded one MICHELIN star each for five restaurants, namely Estro, MONO, Duddell’s, Louise, and Andō, marking a significant achievement for the Group. Three of our restaurants have been ranked on the year’s Asia’s 50 Best Restaurants, with MONO, Andō, and Estro ranking at #27, #37 and #71, respectively. The three restaurants have also been honoured to be rated among the Tatler Dining 20 list, with Andō receiving “Restaurant of the Year” and “Best Sommelier” awards. Andō, MONO, Estro, and Duddell’s have all been awarded South China Morning Post’s 100 Top Tables award, a guide that features 100 of the best fine dining restaurants within Hong Kong and Macau. Andō has also championed the Chef’s Choice Award this year. Additionally, Andō, MONO, Estro, Louise, Duddell’s and Chachawan have been ranked on this year’s OAD 2024 Asia Top Restaurants list. These awards are a testament to the Group’s commitment to quality, innovation, and its relentless pursuit of excellence.

During the year, Mak Mak, our Thai dining concept located in Landmark, was closed due to our landlord’s decision to revamp its dining program at the shopping mall. Duddell’s Airport branch has great business throughout the year as travel has resumed, and the restaurant is particularly popular amongst mainland Chinese tourists.

Outlook

Even though Hong Kong's food and beverage industry has not completely recovered due to the economic downturn, we remain optimistic about its recovery in 2025, driven by an increase in tourists visiting Hong Kong. We will continue to adapt to the changing landscape and provide exceptional dining experiences to our guests.

FINANCIAL REVIEW

Revenue

For the year ended 31 December 2024, the Group recorded a revenue of approximately HK\$244.6 million (2023: HK\$278.5 million), representing a decrease of approximately HK\$33.9 million or 12.2% as compared with the corresponding period of last year. The decrease was mainly due to the economic downturn and “Mak Mak” and “22 Ships”, two of the restaurants of the Group were closed in September 2024 and August 2024, respectively.

Raw materials and consumables used

Raw materials and consumables used by the Group include, but are not limited to, vegetables, meat, seafood and frozen food etc. That is one of the major components of the Group's operating expenses which amounted to approximately HK\$64.4 million and HK\$74.1 million for each of the years ended 31 December 2024 and 2023, respectively, representing approximately 26.3% and 26.6% of Group's total revenue for the corresponding periods. The cost margin of the Group maintained steady compared to the corresponding period of last year.

Staff costs

Staff costs represented one of the major components of the Group's operating expenses which primarily consisted of Directors' emoluments, salaries and allowance, retirement benefit scheme contributions and other benefits. The staff costs decreased by approximately HK\$5.8 million from approximately HK\$103.2 million for the year ended 31 December 2023 to approximately HK\$97.4 million for the year ended 31 December 2024. The decrease was mainly due to the closure of "Mak Mak" and "22 Ships" in September 2024 and August 2024, respectively.

Property rentals and related expenses

Apart from raw materials and consumables used and staff costs, property rentals also represent one of the major components of the Group's operating expenses. Property rentals and related expenses increased by approximately HK\$1.3 million from approximately HK\$23.3 million for the year ended 31 December 2023 to approximately HK\$24.6 million for the year ended 31 December 2024. Such increase was mainly due to the increase in property rentals expense of "Duddell's Hong Kong Airport", which comprises of turnover rent, as turnover of the restaurant increased by 14.0% compared with last year.

Loss attributable to owners of the Company

As a result of the foregoing, loss attributable to owners of the Company was approximately HK\$6.6 million for the year ended 31 December 2024 representing an increase in loss by approximately HK\$4.8 million as compared with a loss of approximately HK\$1.8 million for the year ended 31 December 2023. The increase in loss attributable to owners of the Company was primarily attributable to the decrease in revenue.

Liquidity, Financial Resources and Capital Structure

The Group finances its operations primarily through cash generated from operating activities.

The Group recorded net current liabilities of approximately HK\$29.0 million as at 31 December 2024 (2023: net current liabilities HK\$41.6 million).

As at 31 December 2024, the Group's current ratio was approximately 0.5 (2023: 0.4) and the Group's gearing ratio calculated based on the total debt (excluding trade nature balances, tax balances and provision) at the end of the year divided by total deficit at the end of the year was approximately -274.8% (2023: -607.4%).

As at 31 December 2024, the Group's cash and cash equivalents were approximately HK\$9.2 million (2023: approximately HK\$10.4 million). As at 31 December 2024, the Group has no bank borrowings (2023: approximately HK\$4.8 million).

The capital structure of the Company comprised ordinary shares only. After change in board lot size and the Share Consolidation which disclosed under the paragraph headed “Share Consolidation and Change in Board Lot Size” as below, as at 31 December 2024, the Company had 579,890,000 ordinary shares in issue.

Share Consolidation and Change in Board Lot Size

On 26 February 2024, the Company announced the proposal of (i) the share consolidation pursuant to which every two (2) issued and unissued existing shares of HK\$0.01 each in the share capital of the Company will be consolidated into one (1) consolidated share of HK\$0.02 each; and (ii) the change in board lot size for trading on the Stock Exchange from 10,000 existing shares to 20,000 consolidated shares subject to and upon the Share Consolidation becoming effective (the “**Change in Board Lot Size**”).

The Share Consolidation was approved by shareholders of the Company at the extraordinary general meeting of the Company held on 21 March 2024. As such, the Share Consolidation and the Change in Board Lot Size have become effective on 25 March 2024. Immediately after the Share Consolidation, the total number of issued shares of the Company was adjusted from 1,159,780,000 to 579,890,000.

For further information in relation to the Share Consolidation and Change in Board Lot Size, please refer to the announcements of the Company dated 26 February 2024, 21 March 2024 and 22 March 2024 and the circular of the Company dated 1 March 2024.

Foreign Currency Exposure Risks

The Group operated mainly in Hong Kong with most of the Group’s transactions settled in Hong Kong dollars. As such, the Group did not have significant exposure to foreign exchange risk during the year.

Pledge of Assets

As at 31 December 2024, the Group did not have any pledged bank deposits as security for the Group’s banking facilities (2023: HK\$5.0 million).

Financial Risk Management Objectives and Policies

Credit risk

As at 31 December 2024, the maximum exposure in relation to credit risk of the Group which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arises from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position. The Board considers the credit risk of the Company is immaterial. The Group trades with a large number of individual customers and trading terms are predominately on cash and credit card settlement. In view of the Group's operations, the Group does not have significant credit risk exposure to any single individual customer.

The credit risk on bank balances of the Group is limited because the counterparties are medium to large-sized Hong Kong listed banks. The Group has concentration risk on its liquid funds as the bank balances are placed with one bank in Hong Kong.

Liquidity risk

In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalent deemed adequate by the management of the Group to finance the Group's operations and mitigate the effects of unexpected fluctuations in cash flows.

During the year ended 31 December 2024, the Group reported a net loss of HK\$8.5 million. As of the same date, the Group had net current liabilities of HK\$29.0 million and net liabilities of HK\$15.2 million. In view of these factors, the Group seeks for the financial support on its immediate holding company, and takes certain measure to mitigate the liquidity pressure by improving its financial and liquidity position as a whole. In addition, the controlling shareholder have confirmed not request the Group to repay its debt due from the Group until the repayment will not affect the Group's ability to repay other creditors.

Capital Commitments

As at 31 December 2024, the Group did not have any capital commitment in respect of property, plant and equipment (2023: nil).

Contingent Liabilities

As at 31 December 2024, the Group did not have any material contingent liabilities (2023: nil).

Future Plans for Material investment or capital assets

Save as disclosed herein, as of the date of this announcement, the Group did not have any future plans for material investments or capital assets, material acquisition and disposal of subsidiaries, associates or joint ventures in the coming year.

Significant Investments, Material Acquisitions and Disposals of Subsidiaries and Affiliated Companies

During the year ended 31 December 2024, the Group did not have any significant investments, material acquisitions nor disposals of subsidiaries and affiliated companies.

Use of Proceeds from Placing of New Shares under General Mandate

Placing completed on 24 September 2020 (the “Placing I”)

Reference is made to the announcements issued by the Company on 7 September 2020 and 24 September 2020 in relation to the placing of new shares under the general mandate.

On 7 September 2020, the Group and a placing agent entered into a placing agreement pursuant to which the Group appointed the placing agent to procure altogether not less than six placees (who and whose ultimate beneficial owner(s) are independent of and not connected with the Company and any of its connected persons within the meaning of the GEM Listing Rules) for placing up to aggregate of 171,910,000 placing shares at a placing price of HK\$0.08 per placing share. The closing price for the Company's shares on 7 September 2020 was HK\$0.096 per share.

The Placing I was completed on 24 September 2020 with gross and net proceeds of approximately HK\$13.8 million (equivalent to approximately HK\$0.08 per placing share) and HK\$13.2 million (equivalent to approximately HK\$0.077 per placing share) as set out in the Company's announcements dated 7 September 2020 and 24 September 2020. The Company intended to use the proceeds for (i) developing the cloud kitchen business of the Group and upgrading the sales channels of the Group, including "JIA Everywhere", the online/offline delivery platform of the Group; (ii) investing in potential PRC or overseas food and beverage related investment opportunities; (iii) developing new catering outlets of the Group and for brand management; and (iv) loan repayment.

	Planned use of proceeds <i>HK\$ million</i>	Approximate percentage of total net proceeds %	Actual use of net proceeds up to 31 December 2024 <i>HK\$ million</i>	Unused total net proceeds up to 31 December 2024 <i>HK\$ million</i>
Use of net proceeds from the Placing I				
Developing the cloud kitchen business and upgrading the sales channels	4.5	34.1%	1.9	2.6
Investing in potential PRC or overseas food and beverage related investment opportunities	2.5	18.9%	2.5	–
Developing new catering outlets	1.2	9.1%	1.2	–
Loan repayment	5.0	37.9%	5.0	–
Total	<u>13.2</u>	<u>100.0%</u>	<u>10.6</u>	<u>2.6</u>

Placing completed on 18 June 2021 (the "Placing II")

Reference is made to the announcements issued by the Company on 25 May 2021 and 18 June 2021 in relation to the placing of new shares under the general mandate.

On 25 May 2021, the Group and a placing agent entered into a placing agreement pursuant to which the Group appointed the placing agent to procure altogether not less than six placees (who and whose ultimate beneficial owner(s) are independent of and not connected with the Company and any of its connected persons within the meaning of the GEM Listing Rules) for placing up to aggregate of 134,280,000 placing shares at a placing price of HK\$0.135 per placing share. The closing price for the Company's shares on 25 May 2021 was HK\$0.149 per share.

The Placing II was completed on 18 June 2021 with gross and net proceeds of approximately HK\$18.1 million (equivalent to approximately HK\$0.135 per placing share) and HK\$17.5 million (equivalent to approximately HK\$0.1301 per placing share) as set out in the Company's announcements dated 25 May 2021 and 18 June 2021. The Company intended to use the proceeds for (i) expanding the specialty coffee business; (ii) developing casual dining business; and (iii) investing in PRC and overseas food tech investment opportunities.

Use of net proceeds from the Placing II	Planned use of proceeds <i>HK\$ million</i>	Approximate percentage of total net proceeds %	Actual use of net proceeds up to 31 December 2024 <i>HK\$ million</i>	Unused total net proceeds up to 31 December 2024 <i>HK\$ million</i>
Expanding the specialty coffee business	9.0	51.4%	6.5	2.5
Developing casual dining business	5.3	30.3%	5.3	–
Investing in PRC and overseas food tech investment opportunities	3.2	18.3%	3.2	–
Total	<u>17.5</u>	<u>100.0%</u>	<u>15.0</u>	<u>2.5</u>

The Company intends to continue to apply the proceeds from Placing I and Placing II in a manner consistent with that mentioned above and it is expected that these proceeds will be fully utilized by 31 December 2025. The Directors will continue to evaluate the Group's operations and financial performance when applying the proceeds.

Employees and Remuneration Policy

As at 31 December 2024, the Group had a workforce of 255 employees (2023: 380). Total staff costs for the year ended 31 December 2024 were approximately HK\$97.4 million, as compared to the staff cost of HK\$103.2 million for the year ended 31 December 2023.

The emolument policy of the employees of the Group is formulated by the Remuneration Committee (as defined below) with reference to the duties, responsibilities, experience and competence of individual employees. The same policy also applies to the Directors. In addition to salaries and discretionary bonuses relating to the performance of the Group, employee benefits included pension scheme contributions. The emoluments of the Directors are reviewed annually by the remuneration committee of the Company (“**Remuneration Committee**”).

As incentives and rewards for their contributions to the Group, the employees of the Group and all the Directors (including the independent non-executive Directors) may also be granted share options by the Company from time to time pursuant to the share option scheme of the Company adopted on 8 February 2018.

The Group provides various training to its employees to enhance their technical skills and knowledge relevant to the employees' responsibilities. The Group also provides its employees with quality control standards and work safety standards training to enhance their safety awareness.

The employees in Hong Kong are enrolled in the Mandatory Provident Fund under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Monthly contributions are made by the Group which are 5% of the monthly income of the employees as stipulated under the relevant requirements (if applicable), with the maximum contributions of HK\$1,500 monthly.

During the year under review, the Group did not experience any strikes, work stoppages or significant labour disputes which affected its operations in the past and it did not experience any significant difficulties in recruiting and retaining qualified staff. The Directors consider that the Group has maintained good working relationship with its employees.

FINAL DIVIDEND

The Board does not recommend the payment of any final dividend for the year ended 31 December 2024 (2023: Nil).

GRANT OF SHARE OPTIONS

On 21 February 2024, the Board announced that the Company has offered to grant share options to 30 service providers of the Group, subject to their acceptance, under the share option scheme adopted by the Company on 23 January 2018, to subscribe for a total of 80,000,000 ordinary shares of HK\$0.01 each in the share capital of the Company. For further details on the grants and the grantees, please refer to the announcement of the Company dated 21 February 2024.

CHANGE OF COMPANY NAME

Pursuant to a special resolution passed at an extraordinary general meeting held on 22 February 2024 and the issue of the Certificate of Incorporation on Change of Name issued by the Registrar of companies in the Cayman Islands on 29 February 2024, the English name of the Company has been changed from "Jia Group Holdings Limited" to "XinXiang Era Group Company Limited" and the dual foreign name of the Company in Chinese had been changed from "佳民集團有限公司" to "新享時代集團有限公司" with effect from 29 February 2024.

EVENTS AFTER REPORTING PERIOD

1. Change of Company Secretary, Authorised Representative and Process Agent, with effect from 9 January 2025

- (i) Ms. Foo Man Yee Carina has resigned as the company secretary of the Company (the “**Company Secretary**”), an authorised representative of the Company under Rule 5.24 of the GEM Listing Rules (the “**Authorised Representative**”) and an authorised representative of the Company for accepting service of process or notice on behalf of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”).
- (ii) Ms. Li On Lok has been appointed as the Company Secretary, the Authorised Representative and the Process Agent of the Company.

2. Change of Address of Principal Place of Business in Hong Kong

On 6 March 2025, the Board announced that with effect from 6 March 2025, the address of the principal place of business in Hong Kong of the Company will be changed to 5/F., Dawning House, 145 Connaught Road Central, Sheung Wan, Hong Kong.

DIRECTORS’ AND CONTROLLING SHAREHOLDERS’ INTEREST IN COMPETING BUSINESS

During the year ended 31 December 2024, the Directors are not aware of any business and interest of the Directors or the controlling shareholders of the Company or any of their respective close associates (as defined in the GEM Listing Rules) that competes or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group during the period under review.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

During the year ended 31 December 2024, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct for securities transactions and dealing (the “**Code of Conduct**”) by Directors on terms no less exacting than the required standard set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “**Model Code**”). The Company has made specific enquiry of all Directors as to whether they have complied with the required standard set out in the Model Code and the Code of Conduct during the year ended 31 December 2024.

All the Directors have confirmed that they have complied with the required standards set out in the Model Code and the Code of Conduct throughout the year ended 31 December 2024.

CORPORATE GOVERNANCE CODE

The Company has adopted the code provision on Corporate Governance Code as set out in Appendix C1 to the GEM Listing Rules (the “**CG Code**”). During the year ended 31 December 2024, to the best knowledge of the Board, the Company has complied with the applicable code provisions set out in Part 2 of the CG Code except for the deviation from code provision D.2.5 and C.2.1 of the CG Code which are explain below.

Pursuant to code provision D.2.5 of the CG Code, the Company should have an internal audit function. For the year ended 31 December 2024, the Group has yet to establish its internal audit function. The Directors have reviewed the need for an internal audit function and are of the view that in light of the size, nature and complexity of the business of the Group, it would be more cost effective to appoint external independent professionals to perform internal audit function for the Group in order to meet its needs. The audit committee of the Board (the “**Audit Committee**”) and the Board have considered the internal control review report prepared by an independent consultancy company and communications with the Company’s external auditor in respect of any material control deficiencies identified during the course of the financial statement audit to form the basis to review the adequacy and effectiveness of the Group’s risk management and internal control systems. The Company considers that sufficient risk management and internal control of the Group can be maintained with the abovementioned arrangements. The Audit Committee and the Board will continue to review the need for an internal audit function on an annual basis.

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Ms. Wong Pui Yain is both the chairperson of the Board and the chief executive officer of the Company. In view of Ms. Wong’s role in day-to-day operations and management of the Group since 2015, the Board believes that it is in the best interest of the Group to have Ms. Wong taking up both roles for effective management and business development.

Therefore, the Directors consider that the deviation from the code provision C.2.1 of the CG Code is appropriate in such circumstance and the Board is of the view that this management structure is effective for the Group’s operations and sufficient checks and balances are in place. The Board will continue to review and consider splitting the roles of the chairperson and the chief executive officer at a time when it is appropriate and suitable by taking into account the circumstance of the Group as a whole.

Ms. Wong Pui Yain resigned as the chairperson of the Board on 9 February 2024 and ceased to be the Chief Executive Officer of the Company (the “**CEO**”) on 15 February 2024. Mr. Liu Enyu has been appointed as the chairman of the Board on 9 February 2024. Mr. Kong Linglei has been appointed as the CEO on 15 February 2024.

In connection with the above changes, the Company fully complied with the code provision C.2.1 of the CG Code, i.e. the roles of chairman and chief executive was separated by the Company since 15 February 2024.

Changes of Directors

The following table summarises the changes in Directors of the Company during the year ended 31 December 2024.

Directors	Changes in Positions held with the Company
Ms. Wong Pui Yain	<ul style="list-style-type: none"> Resigned as the chairperson of the Board on 9 February 2024 Ceased to be member of the Remuneration Committee and the Legal Compliance Committee on 15 February 2024 Ceased to be the chairperson of Nomination Committee on 15 February 2024 Resigned as executive Director and ceased to be the CEO on 15 February 2024
Ms. Wan Suet Yee Cherry	<ul style="list-style-type: none"> Resigned as the chairperson of the Legal Compliance Committee on 15 February 2024
Mr. Leung Yuk Lun Ulric	<ul style="list-style-type: none"> Resigned as the independent non-executive Director on 15 February 2024 Ceased to be the chairperson of the Audit Committee on 15 February 2024 Ceased to be the member of the Legal Compliance Committee and Nomination Committee on 15 February 2024
Mr. Devin Nijanthan Chanmugam	<ul style="list-style-type: none"> Resigned as the independent non-executive Director on 15 February 2024 Ceased to be member of the Audit Committee and Nomination Committee on 15 February 2024 Ceased to be the chairman of Remuneration Committee on 15 February 2024
Mr. Wee Keng Hiong Tony	<ul style="list-style-type: none"> Resigned as the independent non-executive Director on 15 February 2024 Ceased to be the member of Remuneration Committee and Audit Committee on 15 February 2024

Directors

Changes in Positions held with the Company

Mr. Kong Linglei

- Appointed as an executive Director on 9 February 2024
- Appointed as the CEO on 15 February 2024
- Appointed as the chairperson of the Legal Compliance Committee on 15 February 2024

Mr. Peng Ben

- Appointed as a non-executive Director on 9 February 2024

Mr. Liu Enyu

- Appointed as a non-executive Director and chairman of the Board on 9 February 2024
- Appointed as the chairperson of the Nomination Committee on 15 February 2024

Ms. Deng Yongling

- Appointed as an independent non-executive Director on 9 February 2024
- Appointed as the chairperson of the Audit Committee on 15 February 2024
- Appointed as the member of the Legal Compliance Committee, Nomination Committee and Remuneration Committee on 15 February 2024 respectively

Ms. Ma Lina

- Appointed as an independent non-executive Director on 9 February 2024
- Appointed as the chairperson of the Remuneration Committee on 15 February 2024
- Appointed as the member of the Audit Committee and Nomination Committee on 15 February 2024 respectively

Ms. Mao Xiaobi

- Appointed as an independent non-executive Director on 9 February 2024
- Appointed as the member of the Audit Committee, Remuneration Committee and Legal Compliance Committee on 15 February 2024 respectively

ANNUAL GENERAL MEETING

The notice of the annual general meeting (“AGM”) will be published on the Company’s website and the Stock Exchange’s website and sent to the Shareholders in due course once the date of the forthcoming AGM has been determined.

AUDIT COMMITTEE

The Company has established an audit committee on 23 January 2018 (the “**Audit Committee**”) with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The primary duties of the Audit Committee are to review the Company’s draft annual and interim reports and accounts and to provide advice and comments thereon to the Board. The Audit Committee is also responsible for reviewing and supervising the financial reporting processes and internal control procedures of the Group. The Audit Committee currently comprises three independent non-executive Directors, namely Ms. Deng Yongling (Chairperson), Ms. Mao Xiaobi and Ms. Ma Lina (all directors were appointed on 9 February 2024).

The Audit Committee has reviewed this announcement and the consolidated results of the Group for the financial year ended 31 December 2024 and the effectiveness of internal control procedures and risk management systems of the Group.

SCOPE OF WORK OF AUDITOR

The figures in respect of the consolidated financial statements as set out in this results announcement have been agreed by the Group’s independent auditor, BDO Limited, to the amounts set out in the consolidated financial statements for the year ended 31 December 2024. The work performed by BDO Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by BDO Limited on this results announcement.

By Order of the Board
XinXiang Era Group Company Limited
Liu Enyu
Chairperson and Non-executive Director

Hong Kong, 24 March 2025

As at the date of this announcement, the executive Directors are Mr. Kong Linglei and Ms. Wan Suet Yee Cherry, Non-executive Directors are Mr. Liu Enyu (chairman) and Mr. Peng Ben and Independent Non-executive Directors are Ms. Deng Yongling, Ms. Mao Xiaobi and Ms. Ma Lina.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk for at least 7 days from the date of its posting and be posted on the website of the Company at www.xinxiangera.com.